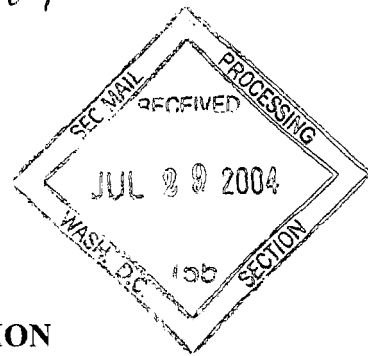


UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

## FORM D

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering ( ) check if this is an amendment and name has changed, and indicate change.)

**Epiphany Cardiography Products, LLC (consisting of Common Units and Preferred Units)**

Filing Under (Check box(es) that apply): [X] Rule 504 [ ] Rule 505 [x] Rule 506 [ ] Section 4(6) [ ] ULOE

Type of Filing: [x] New Filing [ ] Amendment

## A. BASIC IDENTIFICATION DATA

## 1. Enter the information requested about the issuer

Name of Issuer ( ) check if this is an amendment and name has changed, and indicate change.)

**Epiphany Cardiography Products, LLC**

Address of Executive Offices (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

**13305 Torrington Drive, Midlothian, VA 23113**

804-379-8045

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

(if different from Executive Offices)

Brief Description of Business:

Sale of Cardiography Products (Medical devices)

Type of Business Organization

[ ] corporation [ ] limited partnership, already formed [X] other (please specify): Limited Liability Company  
[ ] business trust [ ] limited partnership, to be formedActual or Estimated Date of Incorporation or Organization: Month Year [X] Actual [ ] Estimated  
05 04Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: DE  
(CN for Canada; FN for other foreign jurisdiction)

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

PROCESSED

AUG 02 2004

B THOMSON  
FINANCIAL

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- X Each promoter of the issuer, if the issuer has been organized within the past five years;
- X Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- X Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- X Each general and managing partner of partnership issuers.

**\*Information provided below is addition to information previously provided.**

Check Box(es) that Apply: ☒ Promoter ☒ Beneficial Owner ☐ Executive Officer ☒ Director/Manager ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**Russ DeRemer**

Business or Residence Address (Number and Street, City, State, Zip Code)

**13305 Torrington Drive, Midlothian, VA 23113**

Check Box(es) that Apply: ☒ Promoter ☒ Beneficial Owner ☐ Executive Officer ☒ Director/Manager ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**James R. Stanczak**

Business or Residence Address (Number and Street, City, State, Zip Code)

**3825 N. Alta Vista, Chicago, IL 60613**

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☒ Director/Manager ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**Robert Andrew Waugh, MD**

Business or Residence Address (Number and Street, City, State, Zip Code)

**7450 Duke Hospitals North, Box 3032 Duke Medical Center, Durham, NC 27710**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director/Manager ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director/Manager ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director/Manager ☐ General and/or Managing Partner

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Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

**B. INFORMATION ABOUT OFFERING**

- |   |              |    |
|---|--------------|----|
|   | Yes          | No |
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering .....   | [x]          | [] |
| Answer also in Appendix, Column 2, if filing under ULOE.  |              |    |
| 2. What is the minimum investment that will be accepted from any individual? .....  | \$ 50,000(*) |    |
| (*) The Company in its discretion may accept subscriptions of less than \$50,000.   |              |    |
|   | Yes          | No |
| 3. Does the offering permit joint ownership of a single unit? .....   | [x]          | [] |
| 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. |              |    |

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Full Name (Last name first, if individual)

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Business or Residence Address (Number and Street, City, State, Zip Code)

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Name of Associated Broker or Dealer

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States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual)

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Business or Residence Address (Number and Street, City, State, Zip Code)

---

Name of Associated Broker or Dealer

---

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ _____	\$ _____ 0
Equity.....	\$ _____	\$ _____ 0
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) Warrants to Purchase Common Shares.....	\$ _____	\$ _____ 0
Partnership Interests .....	\$ _____ 0	\$ _____ 0
Other (Specify) Common and Preferred Units in LLC .....	\$ _____ 600,000	\$ _____ 575,000
Total .....	\$ _____ 600,000	\$ _____ 575,000

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amount of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	_____ 6	\$ _____ 475,000
Non-accredited Investors .....	_____ 2	\$ _____ 100,000
Total (for filings under Rule 504 only).....	_____ 8	\$ _____ 575,000

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	_____	\$ _____ 0
Regulation A.....	_____	\$ _____ 0
Rule 504 .....	_____	\$ _____ 0
Total .....	_____	\$ _____ 0

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input type="checkbox"/>	\$ .....
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ .....
Legal Fees .....	<input checked="" type="checkbox"/>	\$ 15,000
Accounting Fees .....	<input type="checkbox"/>	\$ .....
Engineering Fees .....	<input type="checkbox"/>	\$ .....
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ .....
Other Expenses (identify) .....	<input type="checkbox"/>	\$ .....
Total .....	<input checked="" type="checkbox"/>	\$ 15,000

- b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ☒ \$ 585,000
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.


	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees .....	<input checked="" type="checkbox"/> \$ 185,000	<input checked="" type="checkbox"/> \$ 100,000
Purchase of real estate .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Repayment of indebtedness .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Working capital .....	<input checked="" type="checkbox"/> \$ 60,000	<input checked="" type="checkbox"/> \$ 240,000
Other (specify): .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Column Totals .....	<input checked="" type="checkbox"/> \$ 245,000	<input checked="" type="checkbox"/> \$ 340,000
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/> \$ 585,000	

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**D. FEDERAL SIGNATURE**

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The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
<b>Epiphany Cardiology Products, LLC</b>		<b>7/16/2004</b>
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
<b>Russ DeRemer</b>	<b>Manager and President</b>	